

Mail Stop 4561

September 29, 2008

John A. Bardis, President and CEO
MedAssets, Inc.
100 North Point Center East, Suite 200
Alpharetta, GA 30022

**Re: MedAssets, Inc.
Revised Preliminary Proxy Statement on Schedule 14A
Filed September 26, 2008
File No. 001-33881**

Dear Mr. Bardis:

We have completed our review of the above-referenced filing and related response letters, and we have no further comments at this time.

Sincerely,

David L. Orlic
Special Counsel

cc: Via Facsimile (212) 728-9125
Morgan Elwyn, Esq.
Melinda Wang, Esq.
Willkie Farr & Gallagher LLP